

# ODYSSEY CORPORATION LIMITED

## CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT

### PREAMBLE

The adoption of this Code of Conduct (the Code) by the Board members and Senior members stems from the fiduciary responsibility which the Board Members and the Senior Management have towards the stakeholders in the Company. Therefore, Board Members and Senior Management will act as trustees in the interest of all stakeholders of the Company, by balancing conflicting interest, if any, between stakeholders, for optimal benefit. In the observance of the Code, the Directors in their capacity as Directors, per se, will have a Directional role and the Executive Directors and Senior Management Personnel will have executive responsibility. The Code encompasses the following:

### 1 APPLICABILITY

The Code is applicable to all Board Members and Senior Personnel of the Company (hereinafter referred to as “Members”)

The Company Secretary shall be the Compliance Officer for the purpose of this Code.

### 2 DEFINITIONS AND INTERPRETATIONS

1). Board Members:

Board Members shall mean the members on the Board of Directors of the Company.

2). Senior Management Personnel: Senior management personnel means:

- all executives one level below the Board;
- all functional / departmental heads;
- Company Secretary
- any other person who the Board may include within the definition of senior management personnel

3). Family:

Family shall mean the dependent family members (i.e. spouse, son, daughter and parents) of an individual.

4). Interest in transaction:

Interest in transaction means any material pecuniary interest in any contract or arrangement, either by himself/ herself or through his/her family.

### **3 PURPOSE**

The purpose of the Code goes beyond the Legal Minimum and has been framed to:

- 1) Promote ethical standards of business conduct;
- 2) Maintain the culture of honesty, integrity, transparency and accountability in the Board Members and senior personnel
- 3) Provide guidance in the identification and resolution of issues
- 4) Uphold the spirit of social responsibility and accountability in line with the legislations regulations and guidelines governing the Company; and
- 5) To comply with the provisions of Clause 49 of the Listing Agreement.

### **4 ETHICAL AND MORAL BEHAVIOUR**

The Board of Directors and Senior Management Personnel shall act within the powers conferred on them and shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgement.

- Business shall be conducted ethically and by not committing, condoning or ratifying illegal or immoral acts.
- Standards of fair dealing and personal integrity will be observed.
- An environment free from gender-specific harassment, discrimination and exploitation will be maintained.
- Shall not commit any offence involving moral turpitude;
- Shall promote professionalism in the Company.

### **5 CONDUCT OF BUSINESS**

Conduct of the business will be consistent with the Core Values, which are as

under :

- Customer Sovereignty
- Shall maintain and help the Company to Passion for Excellence
- Shall motivate for Continuous Innovation
- Shall help the Company to maintain Transparency & Integrity
- Shall be People Orientation
- Shall maintain and help the Company in maintaining highest standards of Corporate Governance practices;
- Shall take the high measures to contribute towards Corporate Social Responsibility.

## **6 SAFETY, HEALTH AND CLEAN ENVIRONMENT**

The Board of Directors and the Senior members assure that the sufficient measures has been taken ,In all aspects of Company's operations, its employees, customers and society, safe, healthy and clean environment shall be given prime importance.

## **7 CONFLICT OF INTEREST**

A] "Conflict of interest" occurs when personal interest of the Board Members interferes or appears to interfere, in any way, with the interests of the Company.

The Board Members shall not engage in any business relationship or activity, whether directly or indirectly, which may be in conflict of interest of the Company. Although this duty does not prevent them from engaging in personal transactions and investments, it does, however, demand that they should avoid situations where a conflict of interest might occur or appear to occur. Some of the possible instances being:

### **B] Outside Directorships:**

No Managing Director / Whole-time Director shall serve as a Director of any Company that competes directly or indirectly with the Company unless agreed to by the Board of Directors. Further, each Board Member shall inform the Board of Directors of any changes in his Board positions and shall inform the company immediately about emergency situation that may disqualify him from Directorship.

### **C] Business Interests:**

If any Board Member is considering investment in the business of any competitor of the Company, he should ensure that these investments do not compromise on their responsibilities towards the Company. Before making Substantial Investment (i.e. more than 20% in the paid-up share capital) in the business of the Competitor, the Board Member shall obtain approval of the Board of Directors of the Company.

### **D] Conflict Situations:**

Any relationship, influence, or activity that may impair the ability to make objective and fair decisions is to be avoided.

### **E] Disclosure of Interest:**

Any financial or other material interest by oneself or through relatives / organization in any contract with the company (including vendors and customers), shall be disclosed at first opportunity.

**F ] Competing with the Company:**

Acceptance of any position of influence or of pecuniary interest in any other organization, whose business is in direct competition with that of the Company, shall be avoided.

**G] Related Parties:**

The Board Members, before conducting business of the Company with a Related Party or a relative and/or with a business in which a relative is associated in any significant role, shall promptly disclose their interest to the Board of Directors of the Company.

For the sake of clarity, the term “Relative” shall mean “relative” as defined in Section 2(77) of the Companies Act, 2013.

**H] No Payments or gifts from others:**

Under no circumstances, the Board Members shall accept or receive, directly or indirectly, any gift, payments or favour, in whatsoever form, from Company’s business associates, which can be perceived as being given to gain favour or dealing with the Company or which may influence any business decision.

**I ] Transaction in shares of the Company and prevention of insider trading:**

The Board Members of the Company shall not indulge in trading in Company’s securities on the basis of unpublished price sensitive information.

All Board Members will comply with the provisions of Code of Conduct for Prevention of Insider Trading framed and adopted by the Board of Directors of the Company pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992

**J ] Use of Company's Resources / assets / property:**

Assets of the company are to be used solely for the benefit of the company. Opportunities discovered through use of corporate property, information or position shall not be exploited, for own personal gain, unless the opportunity is disclosed fully in writing to the Company.

## **8 REPORTING**

The Board Members shall immediately bring to the notice of the Board about any unethical behaviour, actual or suspected fraud or violation of company's policies as and when it comes to his / her knowledge.

## **9 DUTIES OF INDEPENDENT DIRECTORS**

The independent directors shall:

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company
- 2) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 3) strive to attend the general meetings of the company;
- 4) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting
- 5) keep themselves well informed about the company and the external environment in which it operates;
- 6) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 7) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 8) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 9) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 10) acting within his authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- 11) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

## **10 CONFIDENTIALITY OF INFORMATION**

The Board Members and the Senior personnel shall maintain confidentiality of Confidential Information entrusted by the Company or acquired during performance of their duties and shall not use it for personal gain or advantage. They shall, at all times, ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations, as may become applicable to them, from time to time.

This obligation shall apply to the Board Members and the senior members not only during their tenure or employment with the Company but even after the cessation thereof for a reasonable period of time.

Further any information (electronic or otherwise) relating to the Company, its intellectual property including technology and business processes, its business and customers / vendors which is confidential, shall not be divulged.

The term "Confidential Information" includes all non-public information, which if disclosed, might be prejudicial to the interests of the Company.

## **11 COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

The Board of Directors and Senior personnel shall acquire appropriate knowledge of law relating to their duties sufficient to enable them to recognize potential dangers and to know when to seek advice from the Finance, Secretarial and legal departments and shall comply with all Laws, Rules and regulations applicable to the business of the Company. All laws, rules and regulations are to be complied with. The compliance and reporting systems established should be adhered to.

## **12 WAIVERS AND AMENDMENTS OF THE CODE**

The Company is committed to continuously reviewing and updating its policies and procedures. However, any amendment or waiver of any provision of the Code must be approved by the Board of Directors of the Company and publicly disclosed as required by any applicable law or regulation and also on the Company's website, if any, together with details about the nature of the amendment or waiver.

## **13 PLACEMENT OF THE CODE ON WEBSITE**

Pursuant to Clause 49 of the Listing Agreement, the Code and any amendment thereto shall be posted on the website of the Company.

#### **14 ACKNOWLEDGEMENT OF RECEIPT AND AFFIRMATION OF ANNUAL COMPLIANCE**

The Board Members shall acknowledge receipt of the Code or any modification(s) thereto, in the Acknowledgement Form annexed to the Code as Appendix - I and forward the same to the Compliance Officer.

Any breach of the Code brought to the notice of the Compliance Officer shall be reported to the Board of Directors for necessary action.

The Board Members shall affirm compliance with this Code on an annual basis as at the end of the each financial year of the Company in the format annexed as Appendix II within 30 days of the close of every financial year.

**CODE OF CONDUCT FOR BOARD MEMBERS**

**ACKNOWLEDGEMENT FORM**

I, \_\_\_\_\_, have received and read the Code of Conduct for Board Members and Senior personnel of Odyssey Corporation Limited (“the Code”). I have understood the provisions of the code and agree to comply with the same.

Signature: .....

Name : .....

Designation :  
.....

Address : .....  
.....

Date:

Place:

\* to be submitted with in 30 days of adoption of the Code of Conduct by the Company.



**CODE OF CONDUCT FOR BOARD MEMBERS ANNUAL COMPLIANCE REPORT**

I, \_\_\_\_\_, do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Code of Conduct for Board Members and Senior Personnel of Odyssey Corporation Limited ("the Code") during the financial year ended March 31, \_\_\_\_\_.

Signature : .....

Name : .....

Designation : .....

Address : .....  
.....

Date:

Place:

\* to be submitted with in 30 days of close of every financial year.